

## QUITCLAIM DEED

This DEED is made and entered into as of September 1, 2008, by and between

UNIVERSITY RESIDENCES – LOUISVILLE, LLC

An Ohio limited liability company

c/o Edwards Companies

495 South High Street, Suite 150

Columbus, Ohio 43215

("Grantor")

to

LOUISVILLE/JEFFERSON COUNTY METRO GOVERNMENT

527 West Jefferson Street

Louisville, Kentucky 40202

("Grantee").

## WITNESSETH

THAT for and in consideration of Grantee's issuing its Louisville/Jefferson County Metro Government Industrial Building Revenue Bonds, Series A (University Residences – Louisville, LLC Project) in the amount of \$40,000,000 and Louisville/Jefferson County Metro Government Industrial Building Revenue Bonds, Series B (University Residences – Louisville, LLC Project) in the amount of \$20,000,000 (collectively, the "Bonds"), the receipt of which is hereby acknowledged, Grantor quitclaims and conveys to Grantee any and all of Grantor's right, title and interest in and to the real property located in the County of Jefferson, Kentucky, which is more particularly described on EXHIBIT A attached hereto and made a part hereof (the "Property").

The conveyance described herein is without monetary consideration and is for the sole purpose of allowing Grantee to issue the Bonds and is exempt from any transfer tax pursuant to Kentucky Revised Statute § 142.050(7)(b) due to such conveyance being from Grantor to an instrumentality of the Commonwealth of Kentucky for nominal consideration.

## CONSIDERATION CERTIFICATE

For purposes of Kentucky Revised Statute § 382.135, Grantor and Grantee, by execution of this Deed, certify that the conveyance reflected herein is without monetary consideration and is for the sole purpose of allowing Grantee to issue the Bonds. The estimated fair cash value of the Property is \$5,100,000.

In accordance with KRS 382.135(c), the following is a "statement indicating that the in-care-of address to which the property tax bill for the year in which the property is transferred may be sent."

IN WITNESS WHEREOF, Grantor and Grantee, acting by and through their duly authorized representatives, duly executed this Deed as of the date first set forth above, but actually on the dates set forth below.

GRANTOR:

UNIVERSITY RESIDENCES –  
LOUISVILLE, LLC

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Date: \_\_\_\_\_

GRANTEE:

LOUISVILLE/JEFFERSON COUNTY  
METRO GOVERNMENT

By \_\_\_\_\_  
Jerry E. Abramson, Mayor

Date: \_\_\_\_\_

ATTEST:

\_\_\_\_\_  
Metro Council Clerk

APPROVED AS TO FORM AND LEGALITY  
Michael J. O'Connell  
Jefferson County Attorney

\_\_\_\_\_  
By: James T. Carey  
Assistant County Attorney

COMMONWEALTH OF KENTUCKY )  
 ) SS  
COUNTY OF JEFFERSON )

The foregoing Deed, including the consideration certificate contained therein, was sworn to and acknowledged before me on \_\_\_\_\_, 2008 by \_\_\_\_\_, as an Authorized Representative of University Residences – Louisville, LLC, an Ohio limited liability company, Grantor herein,, on behalf of the limited liability company.

Notary Public

My Commission Expires:\_\_\_\_\_

[illegible]

The foregoing consideration certificate was sworn to and acknowledged before me on \_\_\_\_\_, 2008 by Jerry E. Abramson, as Mayor of Louisville/Jefferson County Metro Government, Grantee herein, for and on behalf of said Louisville/Jefferson County Metro Government.

Notary Public

My Commission Expires:\_\_\_\_\_

This Deed Prepared By:

William L. Skees, Jr.  
Frost Brown Todd, LLC  
400 W. Market Street, 32<sup>nd</sup> Floor  
Louisville, Kentucky 40202  
502-589-5400

EXHIBIT A